

Filing fee: \$75.00

24834

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

Sun Company, Inc. (R&M)

To the Secretary of State of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on September 3, 1971, authorizing it to transact business in Rhode Island under the name of Sun Company, Inc. (R&M)

SECOND: The corporate name of the corporation has changed to Sunoco, Inc. (R&M)

[ If no change, so indicate ]

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

[ If no other or additional purposes are proposed, insert "No change." ]

No Change

FILED

NOV 2 1990
By [Signature] 213200

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: [see §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

Table with 4 columns: Number of Shares, Class, Series, Par Value per Share or Statement that Shares are without Par Value

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 3,979,405,332
(B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 16,265,776
(C): An estimate of the gross amount of business to be transacted by it during such year is \$ 9,371,782,252
(D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 95,133,322

Dated October 22, 1998

Sunoco, Inc. (R&M)

By Eric C. Gerner  
Eric C. Gerner  
Its Vice President and Assistant Secretary  
and Judith A. Fritsch  
Judith A. Fritsch  
Its Assistant Secretary

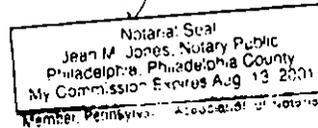
STATE OF Pennsylvania }  
COUNTY OF Philadelphia } SC

At Philadelphia in said County on the 22<sup>nd</sup> day  
of October 1998, before me personally appeared

Eric C. Gerner, who being by me first duly sworn, declared that he is the  
Vice President and Assistant Secretary of Sunoco, Inc. (R&M)  
that he signed the foregoing document as such Vice President  
of the corporation, and that the statements therein contained are true.

Jean M. Jones  
Notary Public

(NOTARIAL SEAL)



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 15, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

SUNOCO, INC. (R&M)

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

A handwritten signature in black ink, appearing to read "Yvette Kane", is written over a horizontal line.

Secretary of the Commonwealth

DPOS